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JUL 29 2008

RICHARD W. WIEKING  
CLERK, U.S. DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA

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MASSACHUSETTS MUTUAL LIFE  
8 INSURANCE COMPANY, erroneously sued as  
MASSACHUSETTS MUTUAL LIFE  
9 INSURANCE COMPANY, INC.

10 UNITED STATES DISTRICT COURT  
11 NORTHERN DISTRICT OF CALIFORNIA

FAXED

C08 03625 RL

13 KATHLEEN BECKER, an individual  
and as personal representative of the  
14 ESTATE OF ROY L. KEE,

15 Plaintiff,

16 vs.

17 MASSACHUSETTS MUTUAL LIFE  
INSURANCE COMPANY, INC., a  
18 Delaware Corporation, and DOES 1  
through 10, inclusive,

19 Defendants.  
20

Case No.

DECLARATION OF GINA FERRARO  
IN SUPPORT OF DEFENDANT  
MASSMUTUAL'S NOTICE OF  
REMOVAL OF ACTION TO UNITED  
STATES DISTRICT COURT

[Filed concurrently with MassMutual's  
Notice of Removal of Action to the  
United States District Court]

21 DECLARATION OF GINA FERRARO

22 I, Gina Ferraro, declare as follows:

23 1. I am a senior litigation paralegal for Massachusetts Mutual Life  
24 Insurance Company ("MassMutual") at MassMutual's corporate headquarters in  
25 Springfield, Massachusetts.

26 2. I oversaw the gathering of information concerning MassMutual's  
27 nationwide business activities. The facts contained in this declaration are true and  
28

1 correct to the best of my knowledge and, if called as a witness, I could and would  
2 testify to them.

3 3. MassMutual is, and was at the time of the commencement of this  
4 action, a corporation organized and existing under the laws of the Commonwealth of  
5 Massachusetts.

6 4. MassMutual is a mutually owned financial protection, accumulation  
7 and income management company that conducts business in all 50 States, Puerto  
8 Rico, and the District of Columbia.

9 5. MassMutual's corporate headquarters is in Springfield, Massachusetts.  
10 However, a significant percentage of its home office employees are located in  
11 Enfield, Connecticut. MassMutual's corporate policies and procedures arise from  
12 its headquarters in Massachusetts. MassMutual's headquarters is where  
13 MassMutual's directors and policyholders typically meet. Some of MassMutual's  
14 corporate officers have offices in Springfield, Massachusetts, and others in Enfield,  
15 Connecticut. MassMutual's administrative functions, including payroll, accounting,  
16 marketing, training, human resources, and information systems, are all performed in  
17 Springfield, Massachusetts or Enfield, Connecticut. MassMutual's legal department  
18 is also located in both Massachusetts and Connecticut.

19 6. MassMutual has consistently taken the position in litigation that its  
20 principal place of business is Massachusetts. MassMutual has never taken the  
21 position that its principal place of business is California.

22 7. As of April 5, 2007, MassMutual had approximately 6000 employees  
23 nationwide, located in many states across the country. Approximately 3,717 of  
24 MassMutual's employees, or 62%, were located in Massachusetts. Approximately  
25 1,914 of MassMutual's employees, or 32%, were located in Connecticut. By  
26 comparison, only approximately 30 of MassMutual's employees, or 0.05% were  
27 located in California.

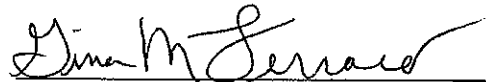
28 8. As of April 5, 2007, MassMutual owned real property located in many

1 states across the county. Approximately 13.8% of the net value of MassMutual's  
 2 total real property was located in Florida. Approximately 6.4% of the net value of  
 3 MassMutual's total real property was located in Massachusetts. Approximately  
 4 4.0% of the net value of MassMutual's total real property was located in  
 5 Connecticut. By comparison, approximately 15.3% of the net value of  
 6 MassMutual's total real property was located in California.

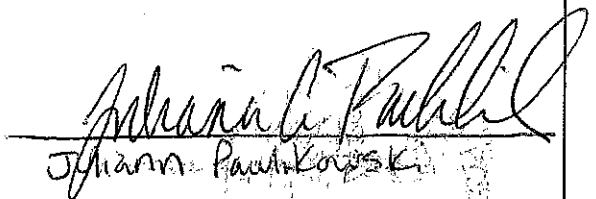
7 9. Approximately 12.8% of total revenue generated by MassMutual for the  
 8 year 2006 was generated in New York. Approximately 8.4% of total revenue  
 9 generated by MassMutual for the year 2006 was generated in Pennsylvania.  
 10 Approximately 7.9% of total revenue generated by MassMutual for the year 2006  
 11 was generated in Texas. Approximately 7.9% of total revenue generated by  
 12 MassMutual for the year 2006 was generated in Texas. Approximately 7.4% of  
 13 total revenue generated by MassMutual for the year 2006 was generated in  
 14 Massachusetts. By comparison, approximately 7% of total revenue generated by  
 15 MassMutual for the year 2006 was generated in California.

16 I declare under penalty of perjury under the laws of the United States that the  
 17 foregoing is true and correct.

18 Executed on this 28<sup>th</sup> day of July 2008, in Springfield, Massachusetts.

19  
 20 

21 Gina Ferraro

22  
 23   
 24 Juliann A. Pawlikowski

